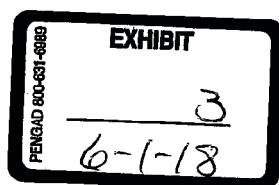


PSJ14 Janssen Opp Exh 2 – JAN-MS-03117079

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Tab	Document	Date
1.	Project Groundhog Summary Legal Entity Overview	11/2015
2.	Tasmanian Alkaloids Company Statement	4/22/2015
3.	Worldwide Narcotics Franchise and Allied Business Organization	12/2015
4.	Janssen Pharmaceuticals, Inc. and SK Groundhog Holdings, L.P. Amended and Restated Stock and Asset Purchase Agreement	6/30/2016
5.	Seller Disclosure Letter for Janssen Pharmaceuticals, Inc. and SK Groundhog Holdings, L.P. Amended and Restated Stock and Asset Purchase Agreement	6/30/2016



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Project Groundhog Summary Legal Entity Overview

November 2015

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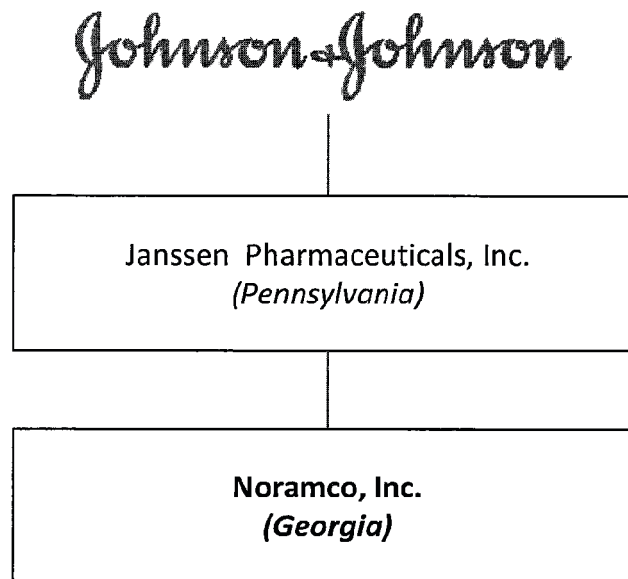
Groundhog Business

- The Groundhog Business is comprised of:
 - Noramco, Inc., a Georgia corporation
 - Tasmanian Alkaloids Pty. Ltd., an Australian company
 - Certain non-US assets held by Johnson & Johnson affiliates
- Noramco, Inc. currently holds assets in Wilmington, DE and Athens, GA. Certain non-Groundhog assets held by Noramco, Inc. will be transferred out of the legal entity prior to closing.

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Noramco, Inc. Legal Structure

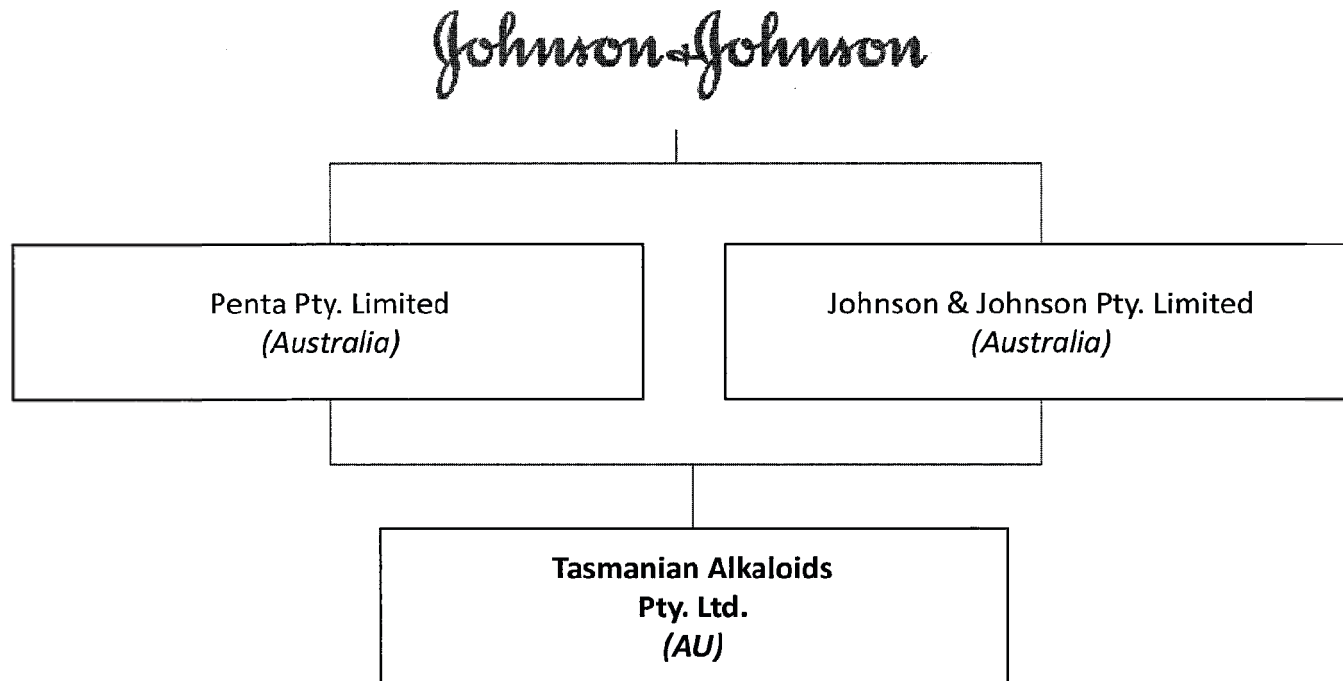


Note: For simplicity, intermediate entities between Johnson & Johnson and the depicted entities have been omitted in these slides.

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Tasmanian Alkaloids Pty. Ltd. Legal Structure



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Inquiries 1300 300 630

Issue date 22 Apr 15

Company Statement

CORPORATE KEY: 48528573

Extract of particulars - s346A(1) Corporations Act 2001

Check this statement carefully

You are legally obligated to ensure that all your company details listed on this company statement are complete and correct. This is required under s346C (1) and/or s346B and s346C (2) of the Corporations Act 2001.

You must check this statement carefully and inform ASIC of any changes or corrections immediately. **Do not return this statement.** You must notify ASIC within 28 days after the date of change, and within 28 days after the date of issue of your annual company statement. Late lodgement of changes will result in late fees. These requirements do not apply to the Additional company information.

ACN 009 502 283

FOR TASMANIAN ALKALOIDS PTY. LTD.

REVIEW DATE: 21 April 15

You must notify ASIC of any changes to company details — Do not return this statement

www.asic.gov.au
Use your Corporate
Key to log in.



Use Form 484 to make changes to company details or if any information is missing or incomplete.
Use Form 492 to amend any incorrect information that you have previously lodged with us.



Phone if you've already notified ASIC of changes but they are not shown correctly in this statement.
Ph: 1300 300 630



Use your agent.

Company statement

These are the current company details held by ASIC. You must check this statement carefully and inform ASIC of any changes or corrections immediately. Late fees apply. **Do not return this statement.**

- 1 **Registered office**
160 BIRRALEE ROAD WESTBURY TAS 7303
- 2 **Principal place of business**
160 BIRRALEE ROAD WESTBURY TAS 7303
- 3 **Ultimate holding company**
JOHNSON AND JOHNSON
Place of Incorporation: NEW JERSEY, USA
- 4 **Officeholders**

Name: BARRY JOHN FELLOWS
 Born: LAUNCESTON TAS
 Date of birth: 30/03/1953
 Address: 26 DELAMERE CRESCENT TREVALLYN TAS 7250
 Office(s) held: SECRETARY, APPOINTED 28/06/2009

These details continue on the next page

TASMANIAN ALKALOIDS PTY. LTD. ACN 009 502 283

Page 1 of

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Company statement continued

Name: IAN GEOFFRY JONES
 Born: MELBOURNE VIC
 Date of birth: 02/05/1959
 Address: 26 ELLIOTT STREET ASCOT VALE VIC 3032
 Office(s) held: DIRECTOR, APPOINTED 28/06/2009

Name: MATTHEW MARTIN
 Born: STIRLING UNITED KINGDOM
 Date of birth: 27/04/1950
 Address: 278 THOMPSON MILL ROAD NEW HOPE PA UNITED STATES
 Office(s) held: DIRECTOR, APPOINTED 28/06/2009

Name: COLIN PETER RALPH
 Born: BURNIE TAS
 Date of birth: 28/07/1971
 Address: 5 ST JAMES CLOSE LAUNCESTON TAS 7250
 Office(s) held: DIRECTOR, APPOINTED 21/08/2013

Name: DOUGLAS WILLIAM BLACKABY
 Born: HOBART TAS
 Date of birth: 08/11/1966
 Address: 17 BRONTE COURT RIVERSIDE TAS 7250
 Office(s) held: DIRECTOR, APPOINTED 21/08/2013

Name: STEFAN JOZEF BOUCKAERT
 Born: OOSTENDE BELGIUM
 Date of birth: 07/06/1967
 Address: BURGSTRAAT 79 B-9070 DESTELBERGEN BELGIUM
 Office(s) held: DIRECTOR, APPOINTED 27/11/2014

5 Company share structure

Share class	Shares description	Number issued	Total amount paid on these shares	Total amount unpaid on these shares
ORD	ORDINARY SHARES	6,801,625	\$6,801,625.00	\$0.00

6 Members

Name: JOHNSON & JOHNSON PTY LTD ACN 000 023 709
 Address: JOHNSON & JOHNSON PTY LTD LEVEL 3 1 BAY STREET ULTIMO NSW 2007

Share class	Total number held	Fully paid	Beneficially held
ORD	1	Yes	Yes

Name: PENTA PTY. LIMITED ACN 009 538 710
 Address: BIRRALEE ROAD WESTBURY TAS 7303

Share class	Total number held	Fully paid	Beneficially held
ORD	6,801,624	Yes	Yes

These details continue on the next page

TASMANIAN ALKALOIDS PTY. LTD. ACN 009 502 283

Page 2 of

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Company statement continued

You must notify ASIC within 28 days of the date of change, and within 28 days of the issue date of the annual company statement. Late lodgement of changes will result in late fees.

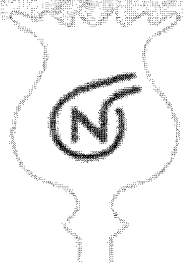
End of company statement

This concludes the information to which the company must respond (if incorrect) under s346C of the *Corporations Act 2001*.



8





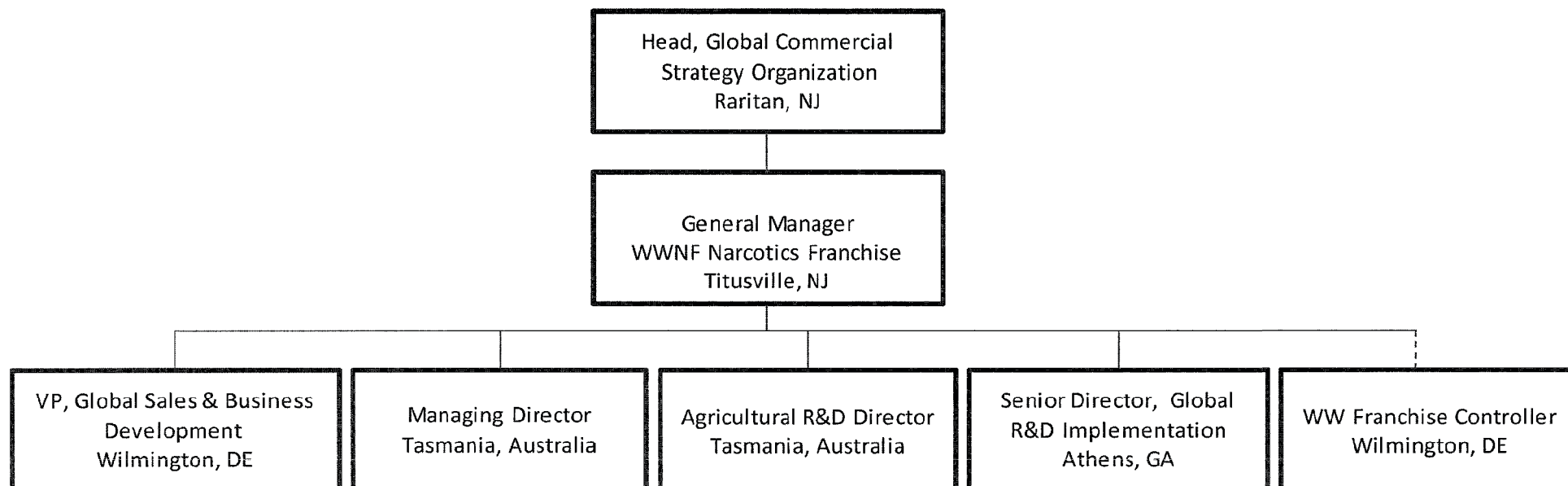
Worldwide Narcotics Franchise and Allied Business Organization

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December 2015



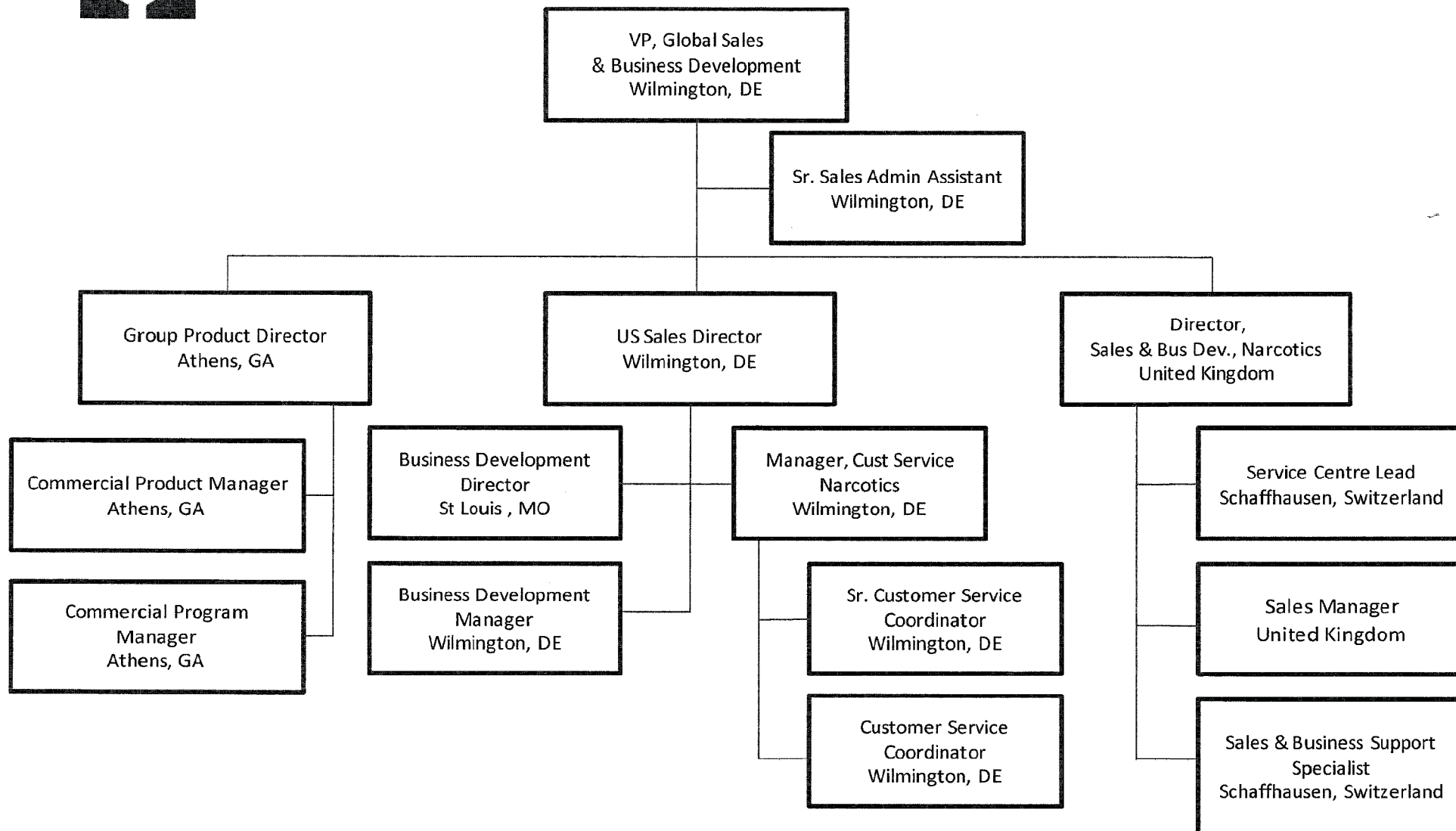
Worldwide Narcotics Franchise / Allied Business



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Worldwide Narcotics Franchise / Allied Business



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Worldwide Narcotics Franchise / Allied Business



Managing Director
Tasmania, Australia

Executive Assistant
Tasmania, Australia

NRM Business Manager
Tasmania, Australia

Field Operations Manager
Tasmania, Australia

Shipping & Export
Coordinator
Tasmania, Australia

Assistant Shipping & Export
Officer
Tasmania, Australia

Data Analyst
Field Operations
Tasmania, Australia

Sr. Field Officer
Regional Coordinator
Tasmania, Australia

Field Officer
Regional Coordinator
Tasmania, Australia

ASO,
Field Operations
Tasmania, Australia

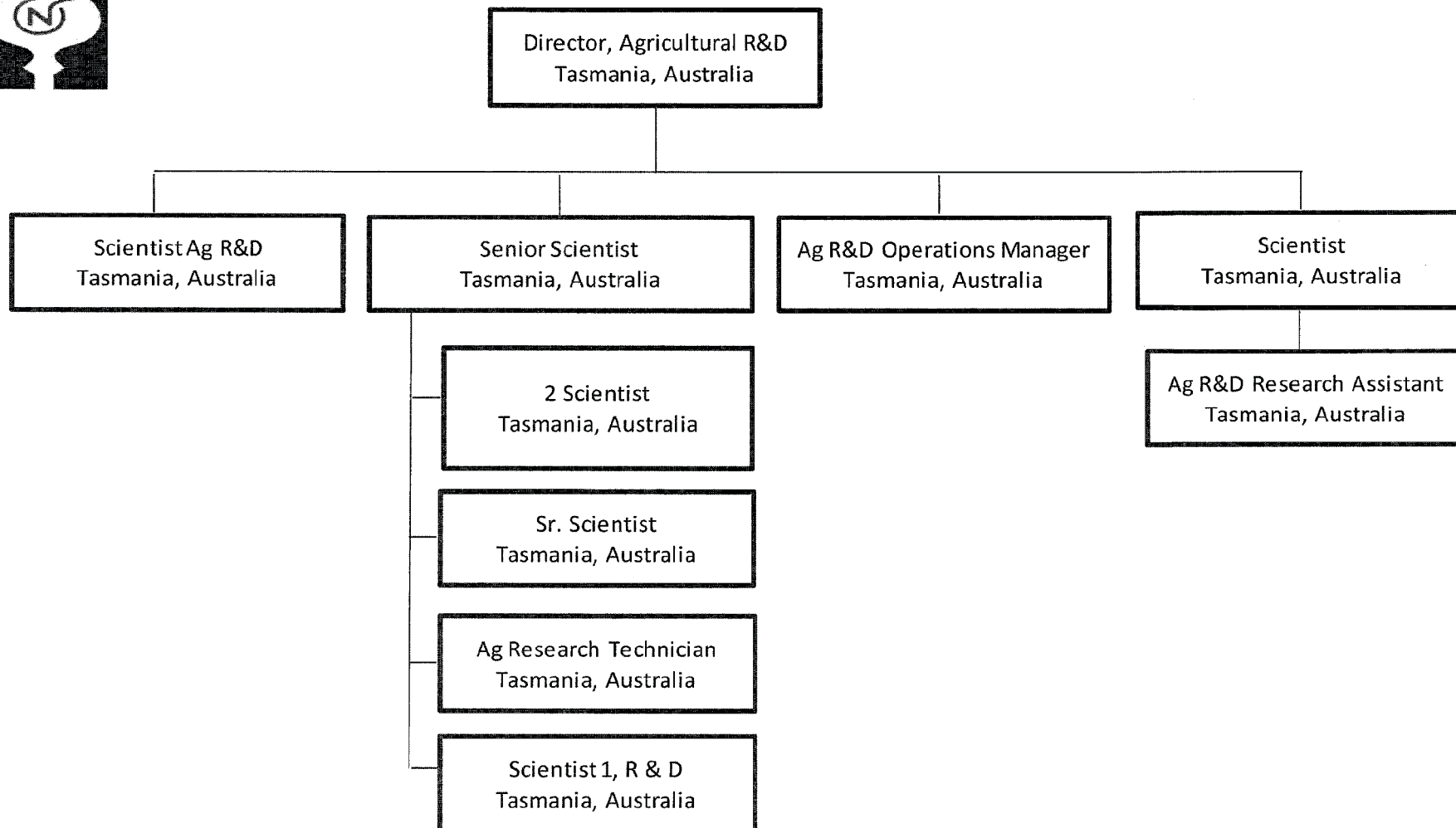
7 Field Officers
Tasmania, Australia

6 Field Officers
Tasmania, Australia

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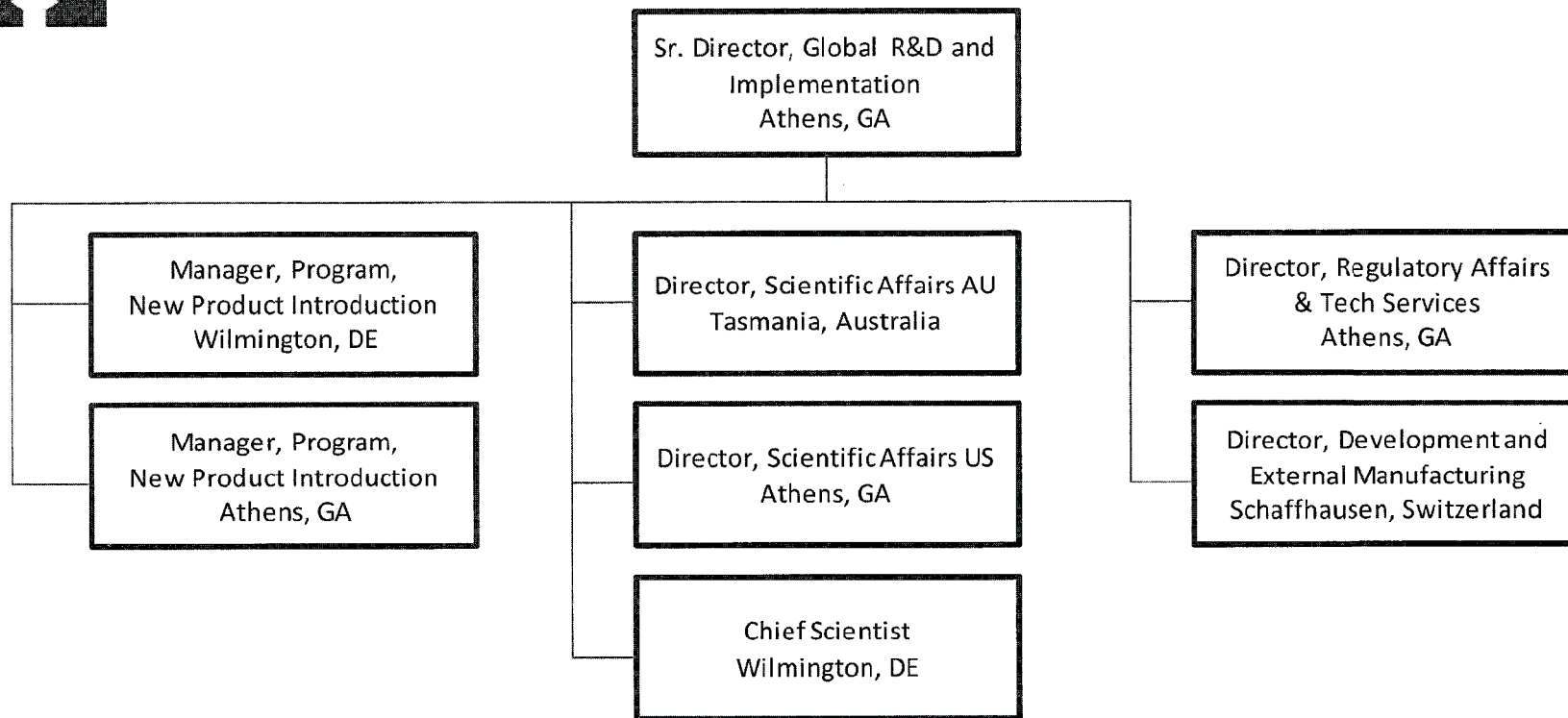
Worldwide Narcotics Franchise / Allied Business



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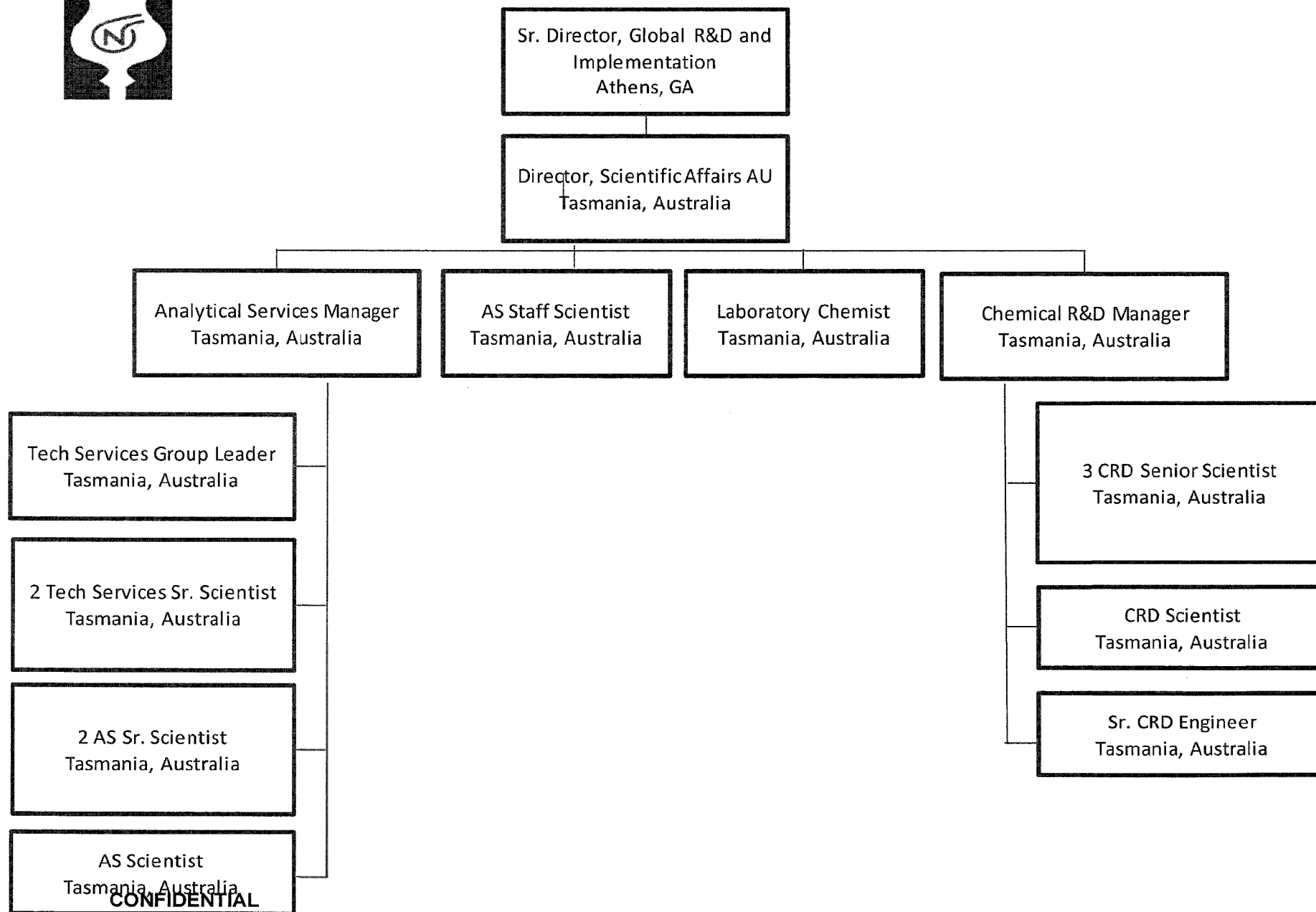


Worldwide Narcotics Franchise / Allied Business



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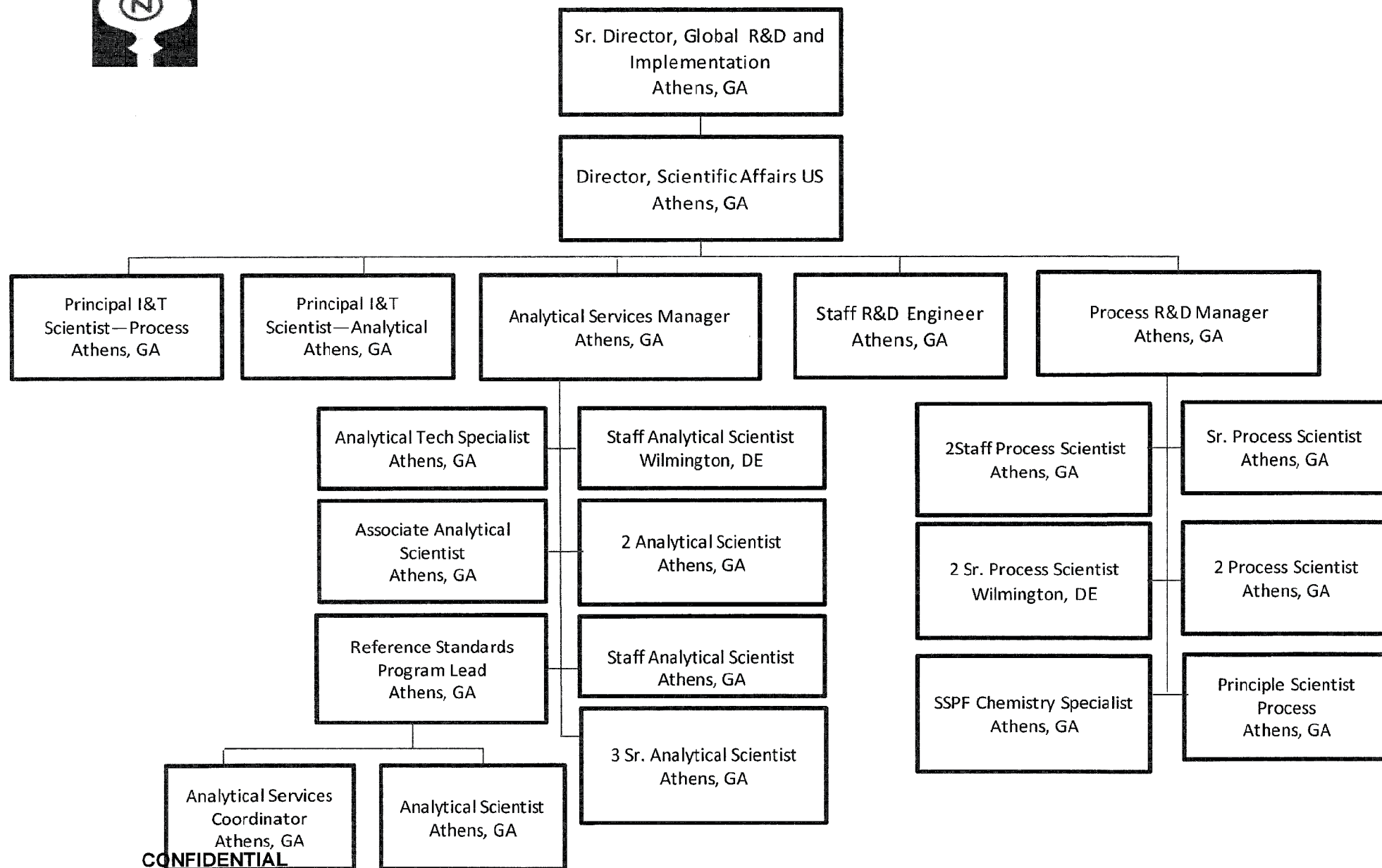
Worldwide Narcotics Franchise / Allied Business



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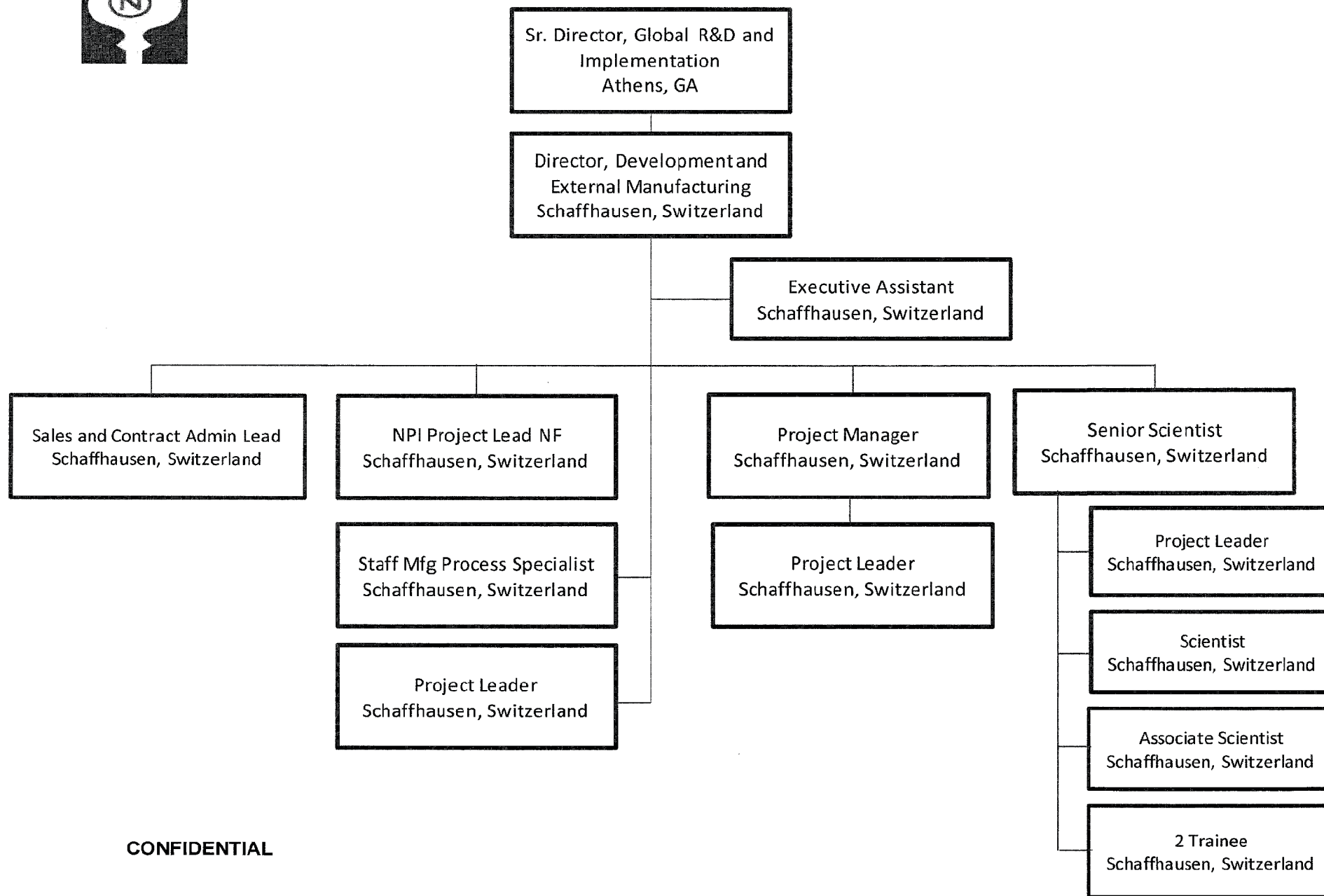
Worldwide Narcotics Franchise / Allied Business



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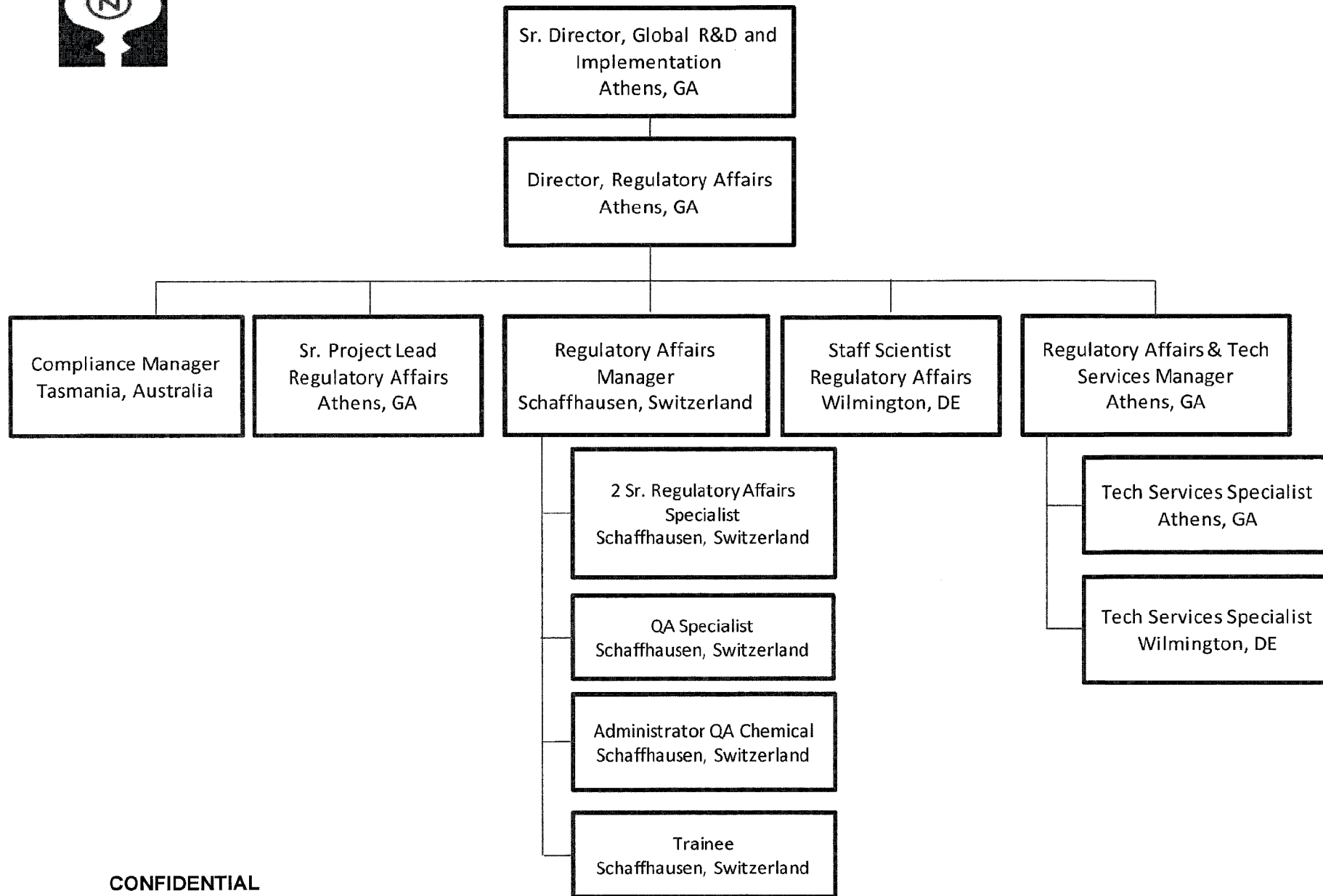
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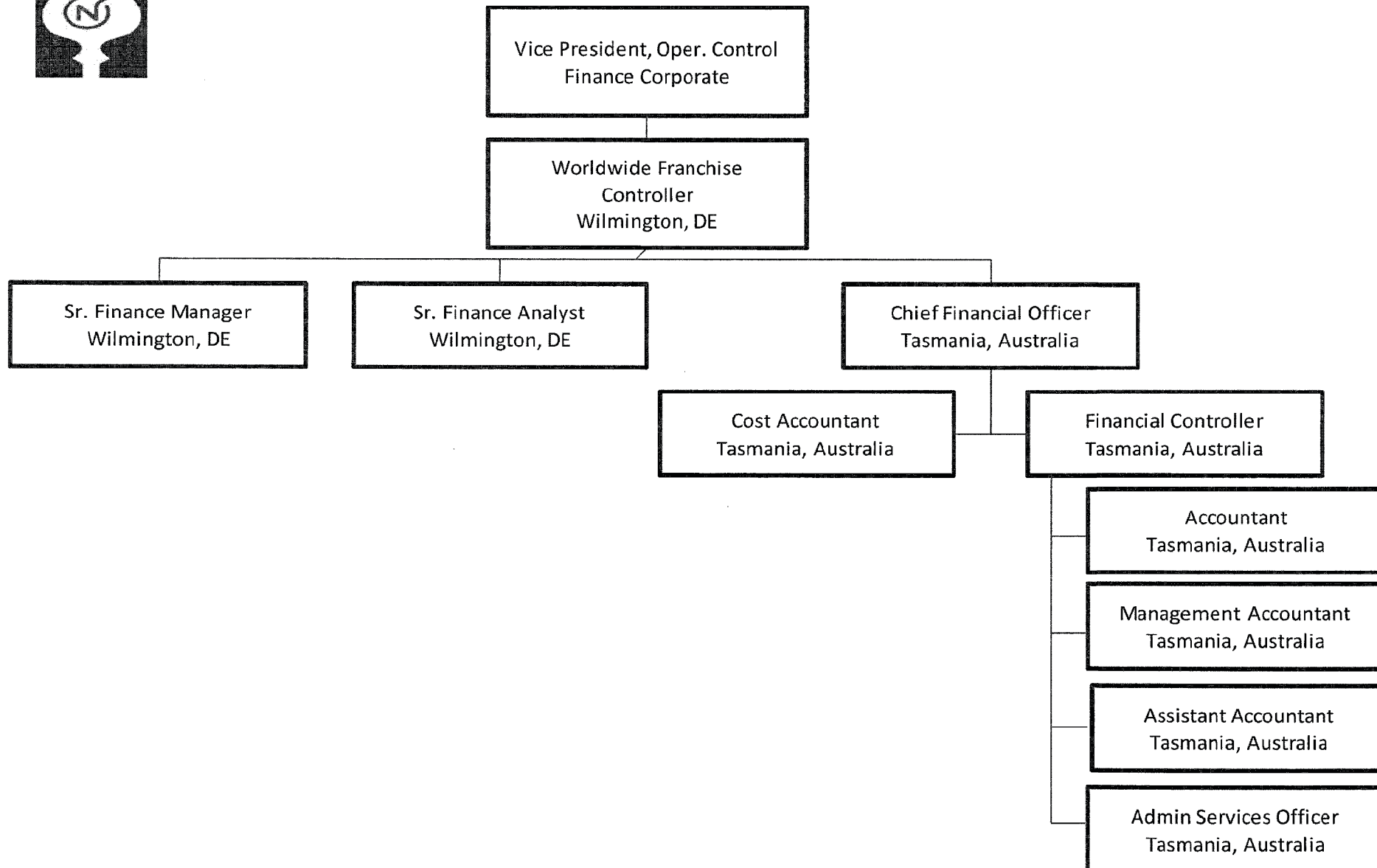
Worldwide Narcotics Franchise / Allied Business



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Worldwide Narcotics Franchise / Allied Business



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4



EXECUTION VERSION

AMENDED AND RESTATED
STOCK AND ASSET PURCHASE AGREEMENT

between

JANSSEN PHARMACEUTICALS, INC.

and

SK GROUNDHOG HOLDINGS, L.P.

Dated as of June 30, 2016

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DB1/ 88193201.9

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Pages JAN-MS-03117108-3117220
Filed Under Seal

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1002100287v12

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Final Version

SELLER DISCLOSURE LETTER
TO THE
AMENDED AND RESTATED
STOCK AND ASSET PURCHASE AGREEMENT
BETWEEN
JANSSEN PHARMACEUTICALS, INC.
and
SK GROUNDHOG HOLDINGS, L.P.

Dated as of June 30, 2016

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Pages JAN-MS-03117226-3117316
Filed Under Seal